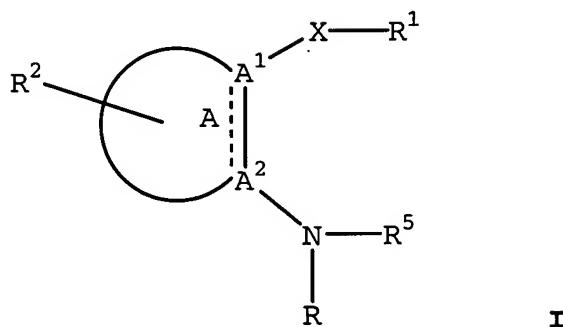


The listing of claims will replace all prior versions, and listings, of claims in the application:

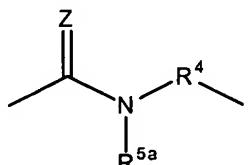
Listing of Claims

Claim 1 (currently amended): A compound of Formula I



wherein each of  $A^1$  and  $A^2$  is independently C, CH or N,  
wherein ring A is 3-pyridyl selected from

- a) 5 or 6 membered partially saturated heterocyclyl,
- b) 5 or 6 membered heteroaryl,
- c) 9, 10 or 11 membered fused partially saturated heterocyclyl,
- d) 9, 10 or 11 membered fused heteroaryl,
- e) aryl, and
- f) 4, 5 or 6 membered cycloalkenyl;



wherein X is ;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted aryl, and
- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -

$\text{SO}_2\text{R}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with  $\text{R}^2$ , lower alkenyl substituted with  $\text{R}^2$ , and lower alkynyl substituted with  $\text{R}^2$ ;

wherein  $\text{R}^1$  is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted  $\text{R}^1$  is substituted with one or more substituents independently selected from halo,  $-\text{OR}^3$ ,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{NH(C}_1\text{-C}_4\text{ alkylene)R}^{14}$ ,  $-\text{SO}_2\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ ,  $-\text{NR}^3\text{C(O)NR}^3\text{R}^3$ , optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with  $\text{R}^2$ , lower alkenyl substituted with  $\text{R}^2$ , and lower alkynyl substituted with  $\text{R}^2$ ;

wherein  $\text{R}^2$  is one or more substituents independently selected from H, halo,  $-\text{OR}^3$ , oxo,  $-\text{SR}^3$ ,  $-\text{CO}_2\text{R}^3$ ,  $-\text{COR}^3$ ,  $-\text{CONR}^3\text{R}^3$ ,  $-\text{NR}^3\text{R}^3$ ,  $-\text{SO}_2\text{NR}^3\text{R}^3$ ,  $-\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , cycloalkyl, optionally substituted phenylalkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro,  $\text{C}_1\text{-6-alkoxy-C}_1\text{-6-alkoxy}$ ,  $\text{C}_1\text{-6-alkoxy-C}_1\text{-6-alkoxy-C}_1\text{-6-alkoxy}$ , lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein  $\text{R}^3$  is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted  $\text{C}_3\text{-C}_6$ -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted  $\text{C}_3\text{-C}_6$  cycloalkylalkyl, and lower haloalkyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>2-4</sub>-alkylenyl, C<sub>2-4</sub>-alkenylenyl and C<sub>2-4</sub>-alkynyl, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4</sup> is optionally substituted with hydroxy;

wherein R<sup>5</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R<sup>5a</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R<sup>14</sup> is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided A is not pyridyl when X is -C(O)NH- and when R<sup>1</sup> is 4-[3,5-bis(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when R<sup>5</sup> is methyl and when R is 4-methylpiperidyl;

further provided A is not pyridyl when X is -C(O)NH-, when R<sup>5</sup> is H, when R<sup>2</sup> is 6-methyl and when R is indazolyl;

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, 4-bromophenyl, 2-methylphenyl, 4-methoxyphenyl, when R<sup>5</sup> is H and when R is 4-pyridyl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, when R<sup>5</sup> is H and when R is 2-exobenzopyran-4-yl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, 4-chlorophenyl, 3-nitrophenyl, 4-methoxyphenyl, when R<sup>5</sup> is H and when R is 4-imidazolinyl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>5</sup> is H, when R<sup>5a</sup> is substituted benzyl and when R is substituted triazinyl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl or 2-chlorophenyl, when R<sup>5</sup> is H and when R is 4-quinazolinyl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is phenyl, when R<sup>5</sup> is H and when R is isoquinolin-1-yl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is 2-chlorophenyl or 4-chlorophenyl, when R<sup>5</sup> is H and when R is 3-chloroisoquinolin-1-yl,~~

~~further provided A is not phenyl when X is -C(O)NH-, when R<sup>1</sup> is 1-ethylpiperid-3-yl or 1-ethylpiperid-4-yl, when R<sup>5</sup> is H and when R is 8-trifluoromethylquinolin-4-yl,~~

~~further provided A is not phenyl when X is C(O)NH, when R<sup>1</sup> is 1-ethylpiperid 3 yl, when R<sup>5</sup> is H and when R is 8 chlorequinolin 4 yl;~~  
~~further provided A is not phenyl when X is C(O)NH, when R<sup>1</sup> is halo substituted phenyl, 1 butylpiperid 4 yl, 1 ethylpiperid 3 yl or 1 ethylpiperid 4 yl, when R<sup>5</sup> is H and when R is 7 chlorequinolin 4 yl;~~  
and

~~further provided R is not unsubstituted 2-thienyl, unsubstituted 2-pyridyl or unsubstituted 3-pyridyl.~~

Claim 2 (Canceled).

Claim 3 (Canceled).

Claim 4 (Canceled).

Claim 5 (Canceled).

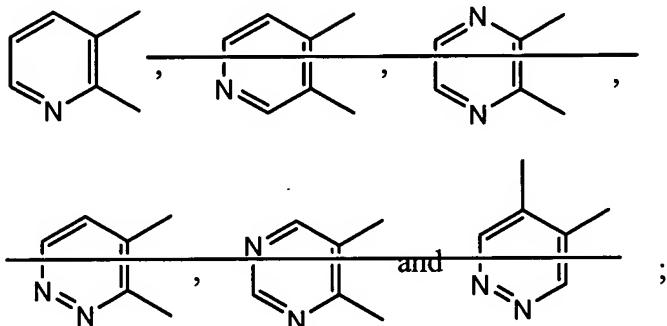
Claim 6 (Canceled).

Claim 7 (Canceled).

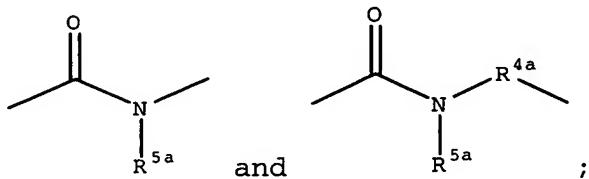
Claim 8 (Canceled).

Claim 9 (Canceled).

Claim 10 (currently amended): Compound of Claim 1, wherein A is selected from

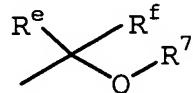


wherein X is selected from



wherein R is selected from substituted or unsubstituted pyrazolyl, triazolyl, pyridyl, pyrimidinyl, and pyridazinyl, ~~substituted phenyl, indazolyl, indolyl, isoindolyl, quinolinyl, isoquinolinyl,~~

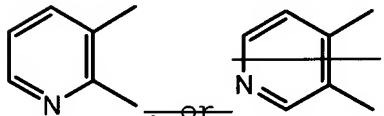
benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinazolinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, hydroxy, C<sub>1-4</sub>-alkyl, C<sub>1-2</sub>-alkoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-2</sub>-alkoxy, amino, C<sub>1-2</sub>-alkylamino, aminosulfonyl, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkoxy-C<sub>1-2</sub>-alkoxy, cyano, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkoxy, C<sub>1-2</sub>-alkylamino-C<sub>1-2</sub>-alkyl, C<sub>1-2</sub>-alkylamino-C<sub>2-3</sub>-alkynyl, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-2</sub>-aminoalkyl, C<sub>1-2</sub>-haloalkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-3</sub>-alkenyl, and optionally substituted 4-6 membered heterocyclyl-C<sub>2-3</sub>-alkynyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C<sub>3-6</sub>-cycloalkyl, and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-C4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted phenoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C4</sub>-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2-C4</sub>-alkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl, C<sub>1-4</sub>-alkoxycarbonylaminoc-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,



and C<sub>1-4</sub>-alkoxy; wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, hydroxy, C<sub>1-2</sub>-alkoxy, C<sub>1-2</sub>-haloalkoxy, amino, C<sub>1-2</sub>-alkylamino, optionally substituted 4-6 membered heterocyclyl-C<sub>1-2</sub>-

alkylamino, aminosulfonyl, C<sub>3-6</sub>-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C<sub>1-4</sub>-alkyl, cyano, C<sub>1-2</sub>-hydroxyalkyl, C<sub>1-3</sub>-carboxyalkyl, nitro, C<sub>2-3</sub>-alkenyl, C<sub>2-3</sub>-alkynyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>3</sup> is independently selected from H, C<sub>1-4</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkyl, optionally substituted C<sub>3-C<sub>6</sub></sub> cycloalkyl and C<sub>1-2</sub>-haloalkyl; wherein R<sup>4a</sup> is C<sub>2-3</sub>-alkylenyl where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4a</sup> is optionally substituted with hydroxy; wherein R<sup>5</sup> is selected from H and C<sub>1-2</sub>-alkyl; wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl; and wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-C<sub>3</sub></sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl, and pharmaceutically acceptable derivatives thereof.

Claim 11 (currently amended): Compound of Claim 10, wherein A is



; wherein X is -C(O)-NH-; wherein R is selected from substituted or unsubstituted 4-pyridyl, 3-pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, quinozalinyl, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl,

aminomethyl, nitro and trifluoromethyl; wherein R<sup>1</sup> is selected from substituted or unsubstituted phenyl, indanyl, tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylmethylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-

isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein R<sup>2</sup> is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

Claim 12 (Canceled).

Claim 13 (Canceled).

Claim 14 (Canceled).

Claim 15 (Canceled).

Claim 16 (Original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

N-(4-Chlorophenyl)[2-(6-quinolylamino)(3-pyridyl)]carboxamide;

N-(4-Chlorophenyl)[2-(5-isoquinolylamino)(3-pyridyl)]carboxamide;

N-(4-Chlorophenyl)[2-(1H-indazol-5-ylamino)(3-pyridyl)]carboxamide;

N-(4-Chlorophenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

2-(1H-Indazol-6-ylamino)-N-(4-isopropyl-phenyl)nicotinamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-

(methylethyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-

(methylpropyl)phenyl]carboxamide;

N-[4-(tert-Butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-

(trifluoromethyl)phenyl]carboxamide;

N-[3-(tert-Butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(Benzotriazol-6-ylamino)(3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(3-phenylpyrazol-5-yl)carboxamide;

N-(4-Chloro-3-sulfamoylphenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(4-methyl-2-oxo-1,2-dihydroquinol-7-yl)carboxamide;

N-[4-(Methylethyl)phenyl]{2-[(4-methyl-2-oxo(7-hydroquinolyl))amino](3-pyridyl)}carboxamide;

N-[5-(tert-Butyl)isoxazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[5-(tert-Butyl)-1-methylpyrazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)(1,3-thiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1,1,2,2,3,3,4,4,4-nonafluorobutyl)phenyl]carboxamide;

{2-[(1-Methyl(1H-indazol-6-yl))amino](3-pyridyl)}-N-[4-(methylethyl)phenyl]carboxamide;

N-[4-(tert-Butyl)phenyl]{2-[(7-bromo(1H-indazol-6-yl))amino](3-pyridyl)}carboxamide;

2-(1H-Indazol-6-ylamino)-N-[4-tert-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl]nicotinamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-[5-(tert-Butyl)-2-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[6-[4-(trifluoromethyl)piperidyl](3-pyridyl)}carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(1-oxo(7-2,3,4-trihydroisoquinolyl))carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethoxy)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-(4-((1S)-1-[(Methylethyl)amino]ethyl)phenyl)[2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)-3-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[3-(4-methylpiperazinyl)phenyl]carboxamide;

N-[4-(tert-Butyl)-2-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-{2-[2-(Dimethylamino)ethoxy]-5-(tert-butyl)phenyl}[2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-{3-[2-(Dimethylamino)ethoxy]phenyl}[2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-(3-Hydroxy-4-methoxyphenyl)[2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-{3-[2-(Dimethylamino)ethoxy]-4-methoxyphenyl}[2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-methoxy-3-(1-methyl(4-piperidyl)oxy)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-(5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolin-2-yl)carboxamide;

[2-({3-[2-(Dimethylamino)ethoxy](1H-indazol-6-yl)}amino) (3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;

N-[3,3-Dimethyl-1-(4-piperidylmethyl)indolin-6-yl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(4-phenoxy-phenyl)-nicotinamide;

[2-(1H-Indazol-5-ylamino) (3-pyridyl)]-N-(4-phenoxyphenyl)carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-(4-phenylphenyl)carboxamide;

[2-(1H-indazol-6-ylamino) (3-pyridyl)]-N-[4-(methylsulfonyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[1-(1-methyl(4-piperidyl))indolin-6-yl]carboxamide;

N-[3,3-Dimethyl-1-(1-methyl(4-piperidyl))indolin-6-yl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[3-(1-methyl (4-piperidyl))indol-5-yl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-(trifluoromethyl)phenyl]carboxamide;

N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}[2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[5-(1-methyl (4-1,2,5,6-tetrahydropyridyl))-3-(trifluoromethyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-(1-methyl (4-piperidyl))phenyl]carboxamide;

N-[4-(tert-Butyl)-3-(3-piperidylpropyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-[3-((1E)-4-Pyrrolidinylbut-1-enyl)-4-(tert-butyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)-3-(3-pyrrolidinylpropyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)-3-(3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[3-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[3-[3-(4-methylpiperazinyl)propyl]phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-[3-(4-methylpiperazinyl)propyl]phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[1-(2-morpholin-4-ylethyl)indol-6-yl]carboxamide;

N-[4-(1,1-Dimethyl-3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

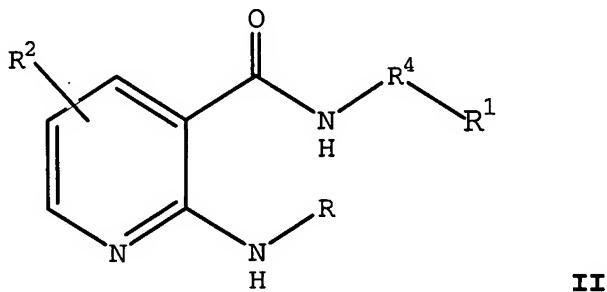
2-(1H-Indazol-6-ylamino)-N-(4-{2,2,2-trifluoro-1-[2-(2-methoxyethoxy)-ethoxy]-1-trifluoromethyl-ethyl}-phenyl)-nicotinamide;

[2-(1H-Indazol-6-ylamino) (3-pyridyl)]-N-[4-[2,2,2-trifluoro-1-(2-piperidylethoxy)-1-(trifluoromethyl)ethyl]phenyl]carboxamide;

N-[4-(tert-Butyl)phenyl][6-fluoro-2-(1H-indazol-6-ylamino) (3-pyridyl)]carboxamide;

[6-Fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethyl)phenyl]carboxamide;  
[6-Fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide; and  
{2-[(1-(2-Pyridyl)pyrrolidin-3-yl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide.

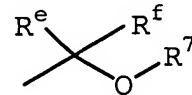
Claim 17 (Original): A compound of Claim 1 having Formula II



wherein R is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,  
wherein R is substituted with one or more substituents selected from halo, amino, hydroxy, C<sub>1-6</sub>-alkyl, C<sub>1-6</sub>-haloalkyl, C<sub>1-6</sub>-alkoxy, optionally substituted heterocyclylalkoxy, C<sub>1-6</sub>-alkylamino-C<sub>2-4</sub>-alkynyl, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkylamino-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, and optionally substituted heterocyclyl-C<sub>2-4</sub>-alkynyl;  
wherein R<sup>1</sup> is selected from unsubstituted or substituted aryl,  
cycloalkyl,  
5-6 membered heteroaryl and  
9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,  
wherein substituted R<sup>1</sup> is substituted with one or more substituents selected from halo, C<sub>1-6</sub>-alkyl, optionally substituted C<sub>3-6</sub>-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkylenyl, C<sub>1-2</sub>-haloalkoxy, optionally substituted phenoxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, optionally substituted 4-6 membered heterocyclyl-C<sub>2</sub>-C<sub>4</sub>-

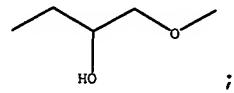
alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-2</sub>-haloalkyl, C<sub>1-4</sub>-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C<sub>1-2</sub>-alkylsulfonyl, halosulfonyl, C<sub>1-4</sub>-alkylcarbonyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy, C<sub>1-3</sub>-alkylamino-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy, C<sub>1-4</sub>-alkoxycarbonyl,

C<sub>1-4</sub>-alkoxycarbonylamino-C<sub>1-4</sub>-alkyl, C<sub>1-4</sub>-hydroxyalkyl,  
and C<sub>1-4</sub>-alkoxy;



wherein R<sup>2</sup> is one or more substituents independently selected from

H,  
halo,  
hydroxy,  
amino,  
C<sub>1-6</sub>-alkyl,  
C<sub>1-6</sub>-haloalkyl,  
C<sub>1-6</sub>-alkoxy,  
C<sub>1-2</sub>-alkylamino,  
aminosulfonyl,  
C<sub>3-6</sub>-cycloalkyl,  
cyano,  
C<sub>1-2</sub>-hydroxyalkyl,  
nitro,  
C<sub>2-3</sub>-alkenyl,  
C<sub>2-3</sub>-alkynyl,  
C<sub>1-6</sub>-haloalkoxy,  
C<sub>1-6</sub>-carboxyalkyl,  
4-6-membered heterocyclyl-C<sub>1-6</sub>-alkylamino,  
unsubstituted or substituted phenyl and  
unsubstituted or substituted 4-6 membered heterocyclyl;



wherein R<sup>4</sup> is selected from a direct bond, C<sub>1-4</sub>-alkyl, and  
and

wherein R<sup>e</sup> and R<sup>f</sup> are independently selected from H and C<sub>1-2</sub>-haloalkyl;  
and

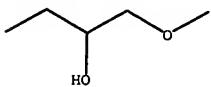
wherein R<sup>7</sup> is selected from H, C<sub>1-3</sub>-alkyl, optionally substituted phenyl, optionally substituted phenyl-C<sub>1-3</sub>-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C<sub>1-3</sub>-alkyl, C<sub>1-3</sub>-alkoxy-C<sub>1-2</sub>-alkyl and C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkoxy-C<sub>1-3</sub>-alkyl;

and pharmaceutically acceptable derivatives thereof.

Claim 18 (Original): Compound of Claim 17 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R<sup>1</sup> is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isouinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinoxaliny, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R<sup>1</sup> is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-

piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenoxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R<sup>2</sup> is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; and wherein R<sup>4</sup> is selected from a direct bond, ethyl, butyl, and



; and pharmaceutically acceptable derivatives thereof.

Claim 19 (Canceled).

Claim 20 (Canceled).

Claim 21 (Canceled).

Claim 22 (Canceled).

Claim 23 (Canceled).

Claim 24 (Canceled).

Claim 25 (Canceled).

Claim 26 (Canceled).

Claim 27 (Canceled).

Claim 28 (Canceled).

Claim 29 (Canceled).

Claim 30 (Canceled).

Claim 31 (Canceled).

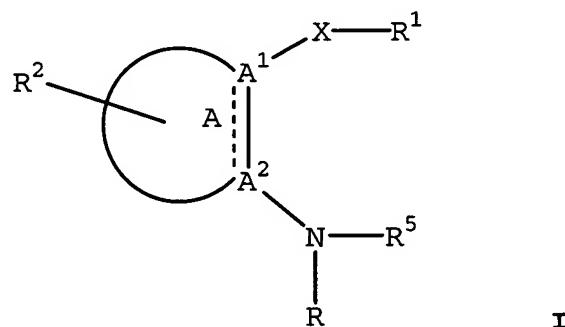
Claim 32 (Canceled).

Claim 33 (Canceled).

Claim 34 (Canceled).

Claim 35 (currently amended) : A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any of Claims 1, 10-11 and 16-18-34.

Claim 36 (currently amended) : A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Formula I

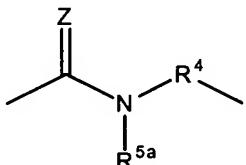


wherein each of  $A^1$  and  $A^2$  is independently C, CH or N;

wherein ring A is 3-pyridyl selected from

- a) 5 or 6 membered partially saturated heterocyclyl,
- b) 5 or 6 membered heteroaryl,
- c) 9, 10 or 11 membered fused partially saturated heterocyclyl,
- d) 9, 10 or 11 membered fused heteroaryl,
- e) aryl, and

~~4, 5 or 6 membered cycloalkenyl;~~



wherein X is ;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted aryl, and
- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>1</sup> is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkylene)R<sup>14</sup>, -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, -NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -

$\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro,  $\text{C}_{1-6}$ -alkoxy- $\text{C}_{1-6}$ -alkoxy,  $\text{C}_{1-6}$ -alkoxy- $\text{C}_{1-6}$ -alkoxy- $\text{C}_{1-6}$ -alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein  $\text{R}^3$  is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted  $\text{C}_3\text{-}\text{C}_6$ -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted  $\text{C}_3\text{-}\text{C}_6$  cycloalkylalkyl, and lower haloalkyl;

wherein  $\text{R}^4$  is selected from a direct bond,  $\text{C}_{2-4}$ -alkylenyl,  $\text{C}_{2-4}$ -alkenyl and  $\text{C}_{2-4}$ -alkynylenyl, where one of the  $\text{CH}_2$  groups may be replaced with an oxygen atom or an -NH-, wherein  $\text{R}^4$  is optionally substituted with hydroxy;

wherein  $\text{R}^5$  is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein  $\text{R}^{5a}$  is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

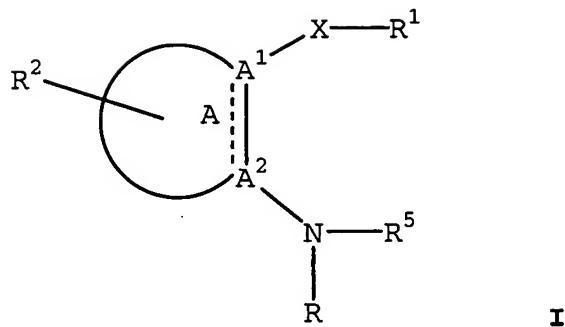
wherein  $\text{R}^{14}$  is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted  $\text{C}_3\text{-}\text{C}_6$  cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 37 (Original): The method of Claim 36 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

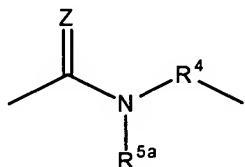
Claim 38 (currently amended): A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Formula I



wherein each of  $A^1$  and  $A^2$  is independently C, CH or N;

wherein ring A is 3-pyridyl selected from

- a) 5 or 6 membered partially saturated heterocyclyl,
- b) 5 or 6 membered heteroaryl,
- c) 9, 10 or 11 membered fused partially saturated heterocyclyl,
- d) 9, 10 or 11 membered fused heteroaryl,
- e) aryl, and
- f) 4, 5 or 6 membered cycloalkenyl;



wherein X is  $R^{5a}$ ;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted aryl, and
- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more

substituents independently selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-CONR^3R^3$ ,  $-COR^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with  $R^2$ , lower alkenyl substituted with  $R^2$ , and lower alkynyl substituted with  $R^2$ ;

wherein  $R^1$  is selected from

- a) substituted or unsubstituted 6-10 membered aryl,

- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkyleneR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, -NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted phenylalkylene, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylene, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>.alkoxy, C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R<sup>3</sup> is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkylalkyl, and lower haloalkyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>2-4</sub>-alkylene, C<sub>2-4</sub>-alkenylene and C<sub>2-4</sub>-alkynylene, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4</sup> is optionally substituted with hydroxy;

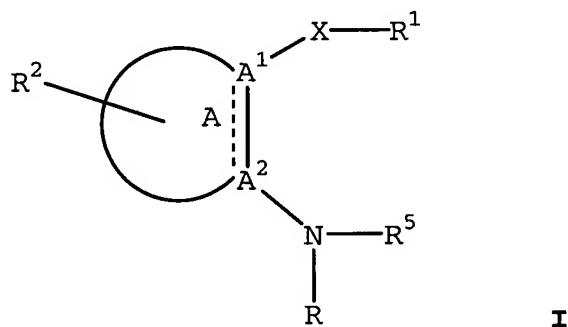
wherein R<sup>5</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R<sup>5a</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R<sup>14</sup> is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;  
and pharmaceutically acceptable derivatives thereof;  
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

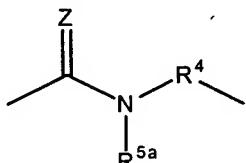
Claim 39 (Cancelled).

Claim 40 (currently amended): A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



~~wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C, CH or N;~~  
~~wherein ring A is 3-pyridyl selected from~~

- a) ~~5 or 6 membered partially saturated heterocyclyl,~~
- b) ~~5 or 6 membered heteroaryl,~~
- c) ~~9, 10 or 11 membered fused partially saturated heterocyclyl,~~
- d) ~~9, 10 or 11 membered fused heteroaryl,~~
- e) ~~aryl, and~~
- f) ~~4, 5 or 6 membered cycloalkenyl;~~



wherein X is ~~R<sup>5a</sup>~~;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted aryl, and

e) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>1</sup> is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more

substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkyleneR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, -NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted phenylalkylene, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylene, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy-C<sub>1-6</sub>-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R<sup>3</sup> is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered

heterocyclyl, optionally substituted C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkylalkyl, and lower haloalkyl;

wherein R<sup>4</sup> is selected from a direct bond, C<sub>2-4</sub>-alkylenyl, C<sub>2-4</sub>-alkenylidenyl and C<sub>2-4</sub>-alkynylidenyl, where one of the CH<sub>2</sub> groups may be replaced with an oxygen atom or an -NH-, wherein R<sup>4</sup> is optionally substituted with hydroxy;

wherein R<sup>5</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

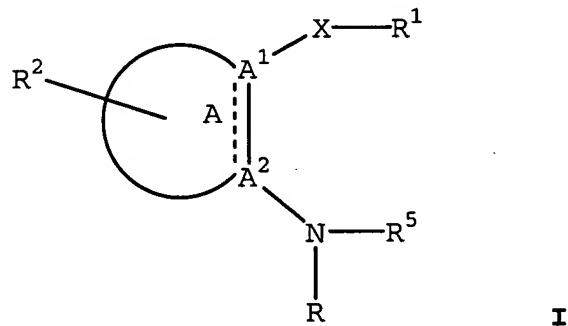
wherein R<sup>5a</sup> is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R<sup>14</sup> is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

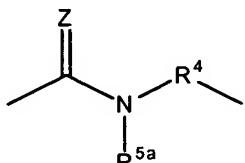
Claim 41 (currently amended): A method of treating proliferation-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



wherein each of A<sup>1</sup> and A<sup>2</sup> is independently C, CH or N;  
wherein ring A is 3-pyridyl selected from

- a) 5 or 6 membered partially saturated heterocyclyl,
- b) 5 or 6 membered heteroaryl,
- c) 9, 10 or 11 membered fused partially saturated heterocyclyl,
- d) 9, 10 or 11 membered fused heteroaryl,
- e) aryl, and

~~f) 4, 5 or 6 membered cycloalkenyl;~~



wherein X is ;

wherein Z is oxygen or sulfur;

wherein R is selected from

- a) substituted or unsubstituted 4-6 membered heterocyclyl, and
- b) substituted aryl, and

- c) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more

substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>1</sup> is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 4-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,
- d) cycloalkyl, and
- e) cycloalkenyl,

wherein substituted R<sup>1</sup> is substituted with one or more

substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -COR<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -NH(C<sub>1</sub>-C<sub>4</sub> alkyleneR<sup>14</sup>), -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, -NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R<sup>2</sup>, lower alkenyl substituted with R<sup>2</sup>, and lower alkynyl substituted with R<sup>2</sup>;

wherein R<sup>2</sup> is one or more substituents independently selected from H, halo, -OR<sup>3</sup>, oxo, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -COR<sup>3</sup>, -CONR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -

$\text{NR}^3\text{C(O)OR}^3$ ,  $-\text{NR}^3\text{C(O)R}^3$ , cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro,  $\text{C}_{1-6}$ -alkoxy- $\text{C}_{1-6}$ .alkoxy,  $\text{C}_{1-6}$ -alkoxy- $\text{C}_{1-6}$ -alkoxy- $\text{C}_{1-6}$ -alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein  $\text{R}^3$  is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted  $\text{C}_3\text{-}\text{C}_6$ -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted  $\text{C}_3\text{-}\text{C}_6$  cycloalkylalkyl, and lower haloalkyl;

wherein  $\text{R}^4$  is selected from a direct bond,  $\text{C}_{2-4}$ -alkylenyl,  $\text{C}_{2-4}$ -alkenylenyl and  $\text{C}_{2-4}$ -alkynyl, where one of the  $\text{CH}_2$  groups may be replaced with an oxygen atom or an -NH-, wherein  $\text{R}^4$  is optionally substituted with hydroxy;

wherein  $\text{R}^5$  is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein  $\text{R}^{5a}$  is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein  $\text{R}^{14}$  is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted  $\text{C}_3\text{-}\text{C}_6$  cycloalkyl;

and pharmaceutically acceptable derivatives thereof;  
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 42 (Canceled).

Claim 43 (Original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from  
2-(1H-Indazol-6-ylamino)-N-[3-(3-morpholin-4-yl-propyl)-5-trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(3-piperidin-1-yl-propyl)-5-trifluoromethyl-phenyl]-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-116-benzo[d]isothiazol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(5,5,8-tetramethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-isopropyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(2-piperidin-1-yletheroxy)-phenyl]-nicotinamide;

N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(2-pyrrolidin-1-yletheroxy)-4-trifluoromethyl-phenyl]-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-{4-[1-methyl-1-(1-methyl-piperidin-4-ylethyl)-phenyl]-nicotinamide;

N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;

N- (3-Bromo-5-trifluoromethyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;  
N-[4-tert-Butyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(7-Acetyl-5,5-dimethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
1-Boc-2-(2-tert-Butyl-5-{[2-(1H-indazol-6-ylamino)-pyridine-3-carbonyl]-amino}-phenoxy-methyl)-pyrrolidine;  
N-[4-tert-Butyl-3-(piperidin-4-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;  
N-(4-tert-Butyl-3-piperazin-1-yl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[4-tert-Butyl-3-(4-propyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[4-tert-Butyl-3-(4-isopropyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(1-methylpyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;  
N-(4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;  
N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-nicotinamide;  
2-(1H-Indazol-6-ylamino)-N-[3-(4-methyl-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(4-Boc-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(3-morpholin-4-ylmethyl-4-pentafluoroethyl-phenyl)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-3-piperazin-1-ylmethyl-phenyl)-nicotinamide;

N-[4-tert-Butyl-3-(4-Boc-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

N-(4-tert-Butyl-3-nitro-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;

N-(3-Amino-4-tert-butyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;

N-[4-tert-Butyl-3-(2-hydroxy-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

N-[4-tert-Butyl-3-(2-morpholin-4-yl-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

N-[4-tert-Butyl-3-(1-Boc-piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[2-(2-morpholin-4-yl-ethyl)-1,2,3,4-tetrahydro-isouquinolin-7-yl]-nicotinamide;

N-[4-tert-Butyl-2-(4-methyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(2-oxo-4-trifluoromethyl-2H-chromen-7-yl)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(1H-indol-7-yl)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-[4-tert-Butyl-3-(piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(3-piperazin-1-ylmethyl-5-trifluoromethyl-phenyl)-nicotinamide; and

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isouquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.